



# PRYOR CASHMAN LLP

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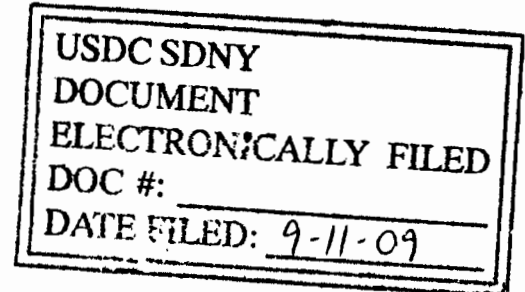
September 2, 2009

**Frank P. Scibilia**  
Partner

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## VIA FIRST CLASS MAIL

Google Book Search Settlement Administrator  
c/o Rust Consulting  
PO Box 9364  
Minneapolis, MN 55440-9364



## VIA FEDERAL EXPRESS

Google Book Search Settlement Administrator  
c/o Rust Consulting  
625 Marquette Avenue, Suite 880  
Minneapolis, Minnesota 55402

Re: *Sony/ATV Music Publishing's Opt Out of Google Books Settlement*

Dear Settlement Administrator:

We represent Sony/ATV Music Publishing, and its affiliated music publishing entities, including those listed on the annexed Schedule A (collectively, "SATV"). We write to inform you, Google, Inc., and all other interested parties (including Class Counsel and the so-called "Book Rights Registry") that SATV is opting out of the settlement in *Authors Guild, Inc. et al. v. Google, Inc.*, 05 CV 8136 (DC) (the "Google Books Settlement" or the "Settlement"). We are authorized by SATV to submit this opt-out letter.

To be clear, by opting out, SATV is not waiving, and expressly reserves, all of its rights, including, without limitation, as set forth herein.

As a threshold matter, it remains unclear to SATV whether and to what extent the Settlement applies to music publishers and the copyrighted works that they own or control. First, it is not entirely clear whether SATV, which is a music publisher, qualifies as a member of the "Publisher Sub-Class," the "Author Sub-Class," neither, or both. Further, while we understand that the Settlement specifically excludes "sheet music and other works that are used primarily for the playing of music," both the definitions of "Book" and "Insert" include certain references to and definitions of music and lyrics that seem to, nevertheless, implicate the interests of music publishers such as SATV, and its songwriters. Notwithstanding that it is hereby opting out,

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SATV reserves the right to take the position, in any forum, that the Settlement does not apply to music publishers, songwriters and/or copyrighted music or lyrics.

SATV does not believe it was provided with proper notice of the Settlement. By opting out, SATV is not waiving any argument with respect to notice.

We understand that Google and Class Counsel would like rightsholders (including members of the so-called "Author Sub-Class" or "Publisher Sub-Class") that choose to opt out of the Settlement to use the opt out form provided by Google and Class Counsel, and available at [http://www.googlebooksettlement.com/r/enter\\_opt\\_out](http://www.googlebooksettlement.com/r/enter_opt_out) (the "Opt Out Form"), or to otherwise send a notice that contains the information requested by the Opt Out Form. The Opt Out Form -- which is obviously designed with book publishers and authors in mind -- asks the entity opting out to list the title of each and every "imprint," "Book" or "Insert" that may contain copyrighted material owned or controlled by such entity. While we recognize that providing that information would make it more convenient for Google to determine what it should or should not attempt to infringe, we do not believe a party choosing to opt out has any legal obligation to provide such information in order to enforce its rights, and SATV declines the invitation. Requiring SATV, a music publisher that owns or controls *hundreds of thousands* of copyrights written by *thousands* of different songwriters and licensed for use in *thousands* of different publications, to endeavor to determine each and every publication that may include music or lyrics owned or controlled by SATV and that could arguably qualify as a "Book" or an "Insert"-- just so that it may tell Google not to infringe them -- would be prohibitively burdensome and costly, and at odds with well-settled principles of copyright law. It is disingenuous to state, as Google and other interested proponents of the Settlement have, that the Settlement does not burden or modify the rights of copyright owners or place them in any worse position because they "remain free to opt out," but then make it prohibitively burdensome and costly for them to do so. Nevertheless, to ensure that SATV and a reference to this letter is in the automated system of Google and/or the "Book Rights Registry," SATV has partially completed an Opt Out Form and has therein made specific reference to this letter. To be clear, and for the avoidance of doubt, SATV is, by this letter and by the Opt Out Form, opting out of the Settlement with respect to each and every copyrighted musical composition that it owns or controls in whole or in part, to the extent of its rights. Moreover, by opting out herein and by partially completing an Opt Out Form, SATV is not waiving any argument with respect to the applicability or propriety of the Opt Out Form, or any of the information requested by the Opt Out Form.

By opting out, SATV remains free to pursue Google in any forum, including for willful copyright infringement, should Google reproduce, distribute, perform, or otherwise exploit SATV's copyrighted music, including as embodied in any "Book" or "Insert" reproduced or "digitized" by Google, for any purpose without SATV's permission. In this regard, any use of SATV's copyrighted music by Google, for any purpose whatsoever, without SATV's prior written authorization, is strictly prohibited, including without limitation, those uses described in

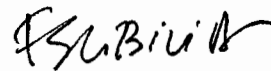
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the notice of class action settlement (*e.g.*, “Display Uses,” “Non-Display Uses,” “Advertising Uses,” “Uses by Fully Participating Libraries,” or inclusion in the “Research Corpus,” each as defined in such notice), or any other uses.

Nothing herein shall be deemed a complete recitation of the claims, rights, or remedies of SATV and its songwriters, all of which are expressly reserved.

Very truly yours,



Frank P. Scibilia

cc: Hon. Denny Chin (by hand)  
David C. Drummond, Senior Vice President, Corporate Development and Chief Legal Officer, Google, Inc. (via Federal Express and by fax)  
Jeffrey P. Cunard, Debevoise & Plimpton LLP (by fax)  
Michael Boni, Boni & Zack LLC (by fax)  
Peter Brodsky, Sony/ATV Music Publishing (via e-mail)  
Jonas Kant, Sony/ATV Music Publishing (via e-mail)

<b>Country</b>	<b>Full Official Company Name</b>
Argentina	SM Publishing Argentina SRL
Australia	Sony/ATV Music Publishing (Australia) Pty Limited
Belgium	Sony/ATV Music Publishing (Belgium) B.V.
Brazil	Sony Music Edicoes Musicais Ltda
Canada	Sony/ATV Music Publishing (Canada), a division of Sony Music Entertainment (Canada) Inc.
Chile	Editorial SM Publishing Chile
China	SAMP (Beijing) Co., Ltd.
Colombia	SAMP Colombia Ltda.
Ecuador	Sony Music Entertainment (Ecuador) S.A.
France	Sony/ATV Music Publishing France S.A.S.
Germany	Sony/ATV Music Publishing (Germany) GmbH
Greece	SAMP Greece Ltd., Music Publishing
Holland	Sony/ATV Music Publishing B.V.
Hong Kong	Sony/ATV Music Publishing (Hong Kong)
Italy	Sony Music Publishing S.r.l.
Japan	Sony Music Publishing (Japan) Inc.
Korea	Sony/ATV Music Publishing (H.K.) Korean Branch
Malaysia	Sony Music Publishing Sdn. Bhd.
Mexico	Sony/ATV Music Publishing, a division of Sony Music Entertainment (Mexico) S.A. de C.V.
Poland	Sony Music Publishing Poland Sp. z o.o.
Russia	Sony/ATV Music Publishing Russia
Singapore	Sony Music Publishing (Pte) Ltd.
South Africa	SM Music Publishing South Africa Pty Ltd.
Spain	Sony/ATV Music Publishing Holdings LLC S.C.
Sweden	Sony/ATV Music Publishing (Scandinavia) KB
Taiwan	Sony Music Publishing (Pte) Ltd. Taiwan Branch
UK	Sony/ATV Music Publishing (UK) Ltd.
USA	Sony/ATV Music Publishing LLC
USA	Sony/ATV Tunes LLC
USA	Sony/ATV Songs LLC
USA	Sony/ATV Sounds LLC
USA	Sony/ATV Cross Keys Publishing
USA	Sony/ATV Tree Publishing
USA	Sony/ATV Timber Publishing
USA	Sony/ATV Milene Music
USA	Sony/ATV Acuff Rose Music
USA	Sony/ATV Springhouse Music
USA	Sony/ATV Discos Music Publishing LLC
USA	Sony/ATV Latin Music Publishing LLC
USA	Sony/ATV Harmony
USA	Sony/ATV Melody
USA	Sony/ATV Rhythm
USA	Famous Music